

MOSCHELLA FRANCIS B
Form 3
March 20, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â MOSCHELLA FRANCIS B</p> <p>(Last) (First) (Middle)</p> <p>25 HARBOR PARK DRIVE</p> <p>(Street)</p> <p>PORT WASHINGTON, Â NY Â 11050</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/10/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PALL CORP [PLL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Accounting Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security</p> <p>(Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p>	<p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security</p> <p>(Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Restricted Stock Units	01/18/2016	01/18/2016	Common Stock	1,074.03	\$ <u>(1)</u>	D	Â
Restricted Stock Units	01/16/2017	01/16/2017	Common Stock	1,304.8	\$ <u>(1)</u>	D	Â
Salary Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	65.7	\$ <u>(4)</u>	D	Â
Bonus Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	1,341.5	\$ <u>(4)</u>	D	Â
Salary Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	186.51	\$ <u>(4)</u>	D	Â
Salary Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	168.88	\$ <u>(4)</u>	D	Â
Salary Units	07/31/2013 ⁽²⁾	07/31/2013 ⁽²⁾	Common Stock	231.75	\$ <u>(4)</u>	D	Â
Bonus Units	09/25/2013 ⁽²⁾⁽³⁾	09/25/2013 ⁽²⁾⁽³⁾	Common Stock	1,143.82	\$ <u>(4)</u>	D	Â
Bonus Units	09/28/2014 ⁽²⁾	09/28/2014 ⁽²⁾	Common Stock	2,479.75	\$ <u>(4)</u>	D	Â
Bonus Units	10/05/2016 ⁽²⁾	10/05/2016 ⁽²⁾	Common Stock	1,656.92	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
MOSCHELLA FRANCIS B 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Francis B.
Moschella

03/20/2013

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in column 2, provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability or retirement, in any of which events the Units may vest in whole or in part.

(2) The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary of the transaction date, or, if sooner, the date on which the Reporting Person's employment with the Issuer terminates, or, if later, the date to which the Reporting Person elects to defer receipt of common stock beyond the vesting date.

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- (3) The Reporting Person elected to defer receipt until the first business day of the calendar year following the date on which the Reporting Person's employment with the Issuer terminates for any reason.

The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in

- (4) column 2, subject to adjustments if the Reporting Person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the Units were granted.

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Remarks:

FormÂ 2Â ofÂ 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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